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Counsel for the Official Committee Of
Equity Security Holders Of USA Capital First Trust Deed Fund, LLC

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re:

USA COMMERCIAL MORTGAGE COMPANY,

USA CAPITAL REALTY ADVISORS, LLC,

USA CAPITAL DIVERSIFIED TRUST DEED FUND,
LLC,

USA CAPITAL FIRST TRUST DEED FUND, LLC,

USA SECURITIES, LLC,

Debtors.

Affects:

- ☐ All Debtors
☒ USA Commercial Mortgage Company
☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed Fund, LLC
☒ USA Capital First Trust Deed Fund, LLC
☐ USA Securities, LLC

Case No. BK-S-06-10725-LBR
Case No. BK-S-06-10726-LBR
Case No. BK-S-06-10727-LBR
Case No. BK-S-06-10728-LBR
Case No. BK-S-06-10729-LBR

CHAPTER 11

Jointly Administered Under Case No. BK-S-06-10725 LBR

**Stipulation for Withdrawal with
Prejudice of Proof of Claim Number
10725-00202 Filed by M.W. Gorts &
Company**

Hearing Date: September 28, 2007
Hearing Time: 1:30 p.m.

1 The USACM Liquidating Trust (the "USACM Trust"), together with the Official
2 Committee of Equity Security Holders of USA Capital First Trust Deed Fund, LLC (the "FTDF
3 Committee), hereby stipulate with M.W. Gorts & Company ("Claimant") as follows:

4 1. On or about September 20, 2006, Claimant filed Proof of Claim No. 10725-
5 00202 against USA Commercial Mortgage Company in the amount of \$20,000 (the "Claim").
6 The basis for the Claim is shown on its face and in the attachment as an investment in USA
7 Capital First Trust Deed Fund, LLC (the "FTDF").
8

9 2. The FTDF Committee, upon reviewing the FTDF's books and records, has
10 determined that Claimant indeed holds an equity security interest in the FTDF in the amount of
11 \$20,368 as of the petition date.
12

13 3. On August 8, 2007, the USACM Liquidating Trust and the FTDF Committee
14 jointly filed an "Objection of USACM Trust To M.W. Gorts & Company Claim Filed in Wrong
15 Debtor's Case; Objection of FTDF to Proposed Allowance of Claim" (the "Objection") [Docket
16 No. 4448], requesting that the Claim be disallowed in its entirety due to: (1) its having been
17 erroneously filed in the USA Commercial Mortgage Company case; and (2) its having been
18 erroneously filed as a "claim," and not an "equity interest" in the FTDF.
19

20 4. Claimant has agreed to withdraw the Claim with prejudice.

21 5. This stipulation shall not affect any other claims filed by Claimant in these
22 jointly-administered bankruptcy proceedings.

23 6. This stipulation shall not affect either the amount or validity of Claimant's
24 equity interest in the FTDF as reflected in the FTDF's books and records.
25
26

2. Claimant's equity interest in the FTDF is allowed in the amount of \$20,368,

DATED this 6th day of September, 2007.

By: /s/ Rob Charles
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**LEWIS
AND
ROCA**
LLP
LAWYERS

1 WHEREFORE, based on the stipulation set forth above, the parties hereby agree,
2 and request that the Court approve this stipulation as an order of the Court pursuant to Fed. R.
3 Bankr. P. 3006, as follows:

- 4 1. The Claim is hereby withdrawn with prejudice.
5
6 2. Claimant's equity interest in the FTDF is allowed in the amount of \$20,368,
7 as reflected in the FTDF's books and records.

8 DATED this ____ of August, 2007.

9
10 By: _____
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12 EVE H. KARASIK
13 CHRISTINE M. PAJAK, Members of
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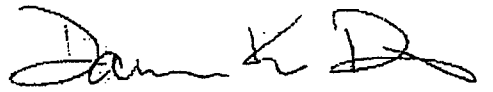
17 and

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